



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

May 15, 1981

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-160A069
JUN 9 1981
10.00

RECORDATION NO. 7068-1 Filed 1425

JUN 9 1981 12 10 PM

INTERSTATE COMMERCE COMMISSION

Re: Section 11303 Filing: Supplement Agreement dated May 15, 1981, ("Supplement") to Equipment Trust Agreement dated as of April 16, 1973, ("Agreement") by and between North American Car Corporation (the "Company") and American National Bank and Trust Company of Chicago (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 7068.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie
Attorney

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7068-I

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SUPPLEMENTAL INDENTURE

JUN 9 1981 10 PM

THIS SUPPLEMENTAL INDENTURE OF MORTGAGE AND DEED OF TRUST DATED THIS 15th day of May, 1981, by and between NORTH AMERICAN CAR CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter referred to as the "Company"), and AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, as Trustee (hereinafter referred to as the "Trustee").

W I T N E S S E T H

WHEREAS, the Company and Trustee have heretofore as of the 16th day of April 1973, executed a certain Indenture of Mortgage and Deed of Trust (hereinafter called the "Indenture"); and

WHEREAS, the Company has given to the Trustee a security interest in and to the Mortgaged Equipment, as therein defined and described; and

WHEREAS, the Company has requested the Trustee to release the railcars described on Schedule I hereto in accordance with the terms of the Indenture;

WHEREAS, Section 12.01 of the Indenture provides that the Company, when authorized by resolution of its Board of Directors and the Trustee, from time to time at any time, may, without the consent of Bondholders, enter into an Indenture or Indentures Supplemental to the Indenture, subject to the conditions and restrictions contained in the Indenture, and that such Supplemental Indentures shall form a part of the Indenture.

NOW, THEREFORE, in consideration of the sum of \$1.00 and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Trustee have executed and delivered this Supplemental Indenture.

The Trustee hereby releases and conveys to the Company the Trust Equipment described on Schedule I hereto.

From and after (but only from and after) the execution of this Supplemental Indenture, the Indenture shall be deemed to be modified as herein provided, and thereafter the Indenture shall be read in connection with this Supplemental Indenture with the same force and effect as if the alterations and modifications set forth in this Supplemental Indenture had been a part of the Indenture at the time of the execution and delivery of the Indenture.

IN WITNESS WHEREOF, the Company, the Guarantor, and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respectable corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By

J. Compton
Vice President

ATTEST:

Jo M. Siller
Assistant Secretary

AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO, as Trustee

By

[Signature]

ATTEST:

L. Bunnell

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of May, 1981, before me personally appeared James F. Compton and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lina Prewitt
Notary Public

My Commission Expires:

My Commission Expires March 26, 1983

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21st day of May, 1981, before me personally appeared RONALD B. BREMEN and KAREN M. BUNNELL to me personally known, who being by me duly sworn say that they are SECOND VICE PRESIDENT and TRUST OFFICER, respectively, of American National Bank and Trust Company of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank and that said instrument was on this day signed and sealed on behalf of said bank by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Janita Maria
Notary Public

My Commission Expires:

1-21-85

NORTH AMERICAN CAR CORPORATION
FIRST 1973 EQUIPMENT TRUST
RELEASED CARS

Exhibit 1

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
67	50700, 50706, 50739, 52816, 52818, 52830, 52834, 52838, 52847, 52849, 52850, 52855, 52857, 52863, 52870, 52872, 52875, 52880, 52883, 52896, 52899, 52902, 52909, 52913, 52916, 52917, 52919-52921, 52923, 52924, 52926-52929, 52931, 52933-52935, 52939-52941, 52943, 52945, 52946, 52948, 52950, 52952, 52960, 52964-52969, 52975, 52976, 52978-52980, 52982, 52985-52988, 52991, 52992	4,750 cu.ft. Hopper Cars	<u>\$1,494,459</u>	<u>\$1,721,437</u>